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August 2, 1996

RECORDATION NO. **10772-F**

AUG 2 1996 - 10 45 AM

Recordation No. 10772-F

INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

On behalf of Cypress Equipment Fund II, Ltd., a Florida limited partnership, as successor to State Street Bank and Trust Company, as successor to The Connecticut Bank and Trust Company, original Trustee/Lessor, I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of a secondary document, not previously recorded, entitled Termination of Lease ("Full Termination"), executed as of June 3, 1996, to be filed under Recordation No. 10772-F, said Release being a full termination of all rolling stock in the lease mentioned below.

The party executing the Full Termination is:

Cypress Equipment Fund II, Ltd., — RELEASING PARTY/LESSOR  
Successor Lessor  
Suite 1900  
One Sansome Street  
San Francisco, CA 94104

The said Full Termination is a full and complete termination of the Lease of Railroad Equipment under Recordation No. 10772-B, and should be recorded under the next available letter under Recordation No. 10772, which we believe will be "-F".

The units of rolling stock covered by the enclosed Full Termination are all such units as covered in and by the aforesaid Lease of Railroad Equipment recorded under Recordation No. 10772.

A short summary of the "Full Termination" to appear in the STB Index is as follows:

"Full Termination of Lease filed under Recordation No. 10772-B."

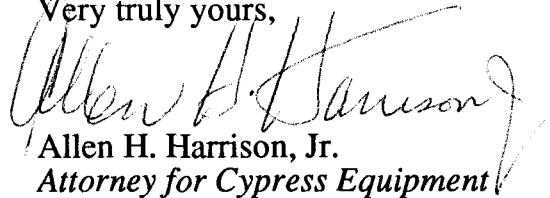
Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

*Consent to Full Termination*

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
TMS  
AUG 2 10 45 AM '96

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the STB letter/fee receipt acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Allen H. Harrison, Jr.", written in dark ink.

Allen H. Harrison, Jr.  
*Attorney for Cypress Equipment  
Fund II, Ltd. for the purpose of  
this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

*Enclosures*

**BY HAND**

8307-020

RECORDATION NO. 10772-F

AUG 2 1996 - 10 45 AM

## TERMINATION OF LEASE

INTERSTATE COMMERCE COMMISSION

This Termination of Lease of Railroad Equipment ("Termination") is made as of June 3, 1996 by Cypress Equipment Fund II, Ltd., a Florida Limited Partnership as Successor Lessor.

1. **Recitals.** The Connecticut Bank and Trust Company, which was succeeded by State Street Bank and Trust Company, as Owner Trustee, entered into a Lease of Railroad Equipment dated as of July 15, 1979 (the "Lease") with Consolidated Rail Corporation as Lessee. This lease is on file with the then Interstate Commerce Commission, now the Surface Transportation Board, under Recordation Number 10772-B.

Whereas, The Connecticut Bank and Trust Company (Owner Trustee) and Nineteenth HFC Leasing Corporation (Beneficial Owner) entered into a Trust Agreement dated as of July 15, 1979, where Owner Trustee acted as Lessor/Owner under the Lease of Railroad Equipment dated July 15, 1979 with Consolidated Rail Corporation.

Whereas, Nineteenth HFC Leasing Corporation and Cypress Equipment Fund II, Ltd., ("Cypress"), entered into an Assignment and Assumption Agreement dated December 4, 1995, where Nineteenth HFC Leasing Corporation transferred and assigned its beneficial interest to Cypress.

Whereas, on March 4, 1996, State Street Bank and Trust Company, as successor to the Connecticut Bank and Trust Company, sold, transferred and assigned its interest in the aforesaid Lease of Railroad Equipment dated as of July 15, 1979 to Cypress Equipment Fund II, Ltd., which entity became the Lessor.

2. **Termination.** The term of the Lease has ended, has not been further extended, and all duties, obligations and payments under the lease have been fulfilled, whereby the lease now has expired by its terms and all units of rolling stock covered by the lease no longer are subject to the lease, therefore this Termination of Lease is recorded for the purpose of officially terminating the Lease of record in the files of the Surface Transportation Board.

In Witness Whereof, Lessor, Cypress Equipment fund II, Ltd., Lessor, has caused this Termination of Lease to be duly executed by its authorized officer as of the day and year first above written.

Cypress Equipment Management Corporation II, General Partner for  
Cypress Equipment Fund II, Ltd., Lessor

By: MCH  
Name: Matt Chun  
Title: Assistant Sec.


STATE OF CALIFORNIA       )  
  ) S.S.  
COUNTY OF SAN FRANCISCO )

On July 31, 1996, before me, Christian Muncy,  
personally appeared Matt Chan,  
of Cypress Equipment Management Corp. //

— personally known to me -OR-

X proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on  
the instrument the person(s), or the entity upon behalf of which the  
person(s) acted, executed the instrument.

WITNESS my hand and official seal.

  
\_\_\_\_\_  
SIGNATURE OF THE NOTARY

[Notarial Seal]

